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BILL OF SALE

The Connecticut Bank and Trust Company, N.A., as Trustee ("Trustee") under Equipment Trust Agreement 1980 Series 1 dated as of June 30, 1980 between said Trustee and RAILEASE Inc, in consideration of the sum of ONE DOLLAR (\$1.00) to it paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto RAILEASE Inc, a Washington Corporation, Transferee, all right, title and interest of the Trustee in and to the following railroad equipment:

<u>Quantity</u>	<u>Type</u>	<u>Railroad Nos.</u>	
200	50'6" 100 Ton XP Boxcars	TOE 3000 - 3199, inclusive	RECORDATION NO. <u>1202-C</u> Filed 1425 <b>OCT 1 1984 -3 12 PM</b> INTERSTATE COMMERCE COMMISSION
60	52'6" 70 Ton XM Boxcars	ADN 9700 - 9759, inclusive	

which equipment (the "Equipment") has been heretofore owned by Trustee as trustee under said Equipment Trust Agreement,

TO HAVE AND TO HOLD all and singular the aforesaid interests in the Equipment to said Transferee, and its respective successors and assigns, for its and their own use and behoof forever.

This Bill of Sale relinquishes all rights of the Trustee in and to the Equipment herein described, and releases said Equipment from all terms and provisions of said Equipment Trust Agreement.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed as of this 28th day of September, 1984.

THE CONNECTICUT BANK AND TRUST COMPANY, N.A., TRUSTEE

(Seal)

By: [Signature]  
Title: Authorized Officer

ATTEST:

By: [Signature]  
Authorized Officer

STATE OF CONNECTICUT )  
                                  ) ss.:  
COUNTY OF HARTFORD )

On this 28<sup>th</sup> day of September, 1984, before me personally appeared V. Kreuscher, who being by me duly sworn, says he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., that the seal affixed to the foregoing instrument is the seal of said Corporation by authority of its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

**PATTY A. LYNCH**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MARCH 31, 1987  
[Notarial Seal] [Signature]  
Notary Public